



**ARTICLES OF CORP.**

**OF**

**USABELL, CORP.**

The undersigned incorporates(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**FILED**  
98 JUL 30 AM 7:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I NAME**

The name of the corporation is **USABELL, CORP.**, (Hereinafter, "Corporation")

**ARTICLE II PURPOSE OF BUSINESS**

The corporation shall engage in **Export and Import cellular phone and accessories.**

**ARTICLE III PRINCIPAL OFFICE**

The address of the principal office of this corporation is **8308 N. W. 56<sup>th</sup> St., Miami, Florida, 33166,**  
And the mailing address is the same.

**ARTICLE IV INCORPORATOR**

The name and street address of the incorporate of this corporation is:

**Carlos M. Aleman  
148 N.W. 60<sup>th</sup> Ave.  
Miami, Florida, 33126**

**ARTICLE V OFFICERS**

**President: Carlos M. Aleman  
Secretary: Carlos M. Aleman  
Treasurer: William Aleman  
Vice-Pres. William Aleman**

Whose addresses shall be the same as the Principal Office Of the Corporation.

**ARTICLE VI DIRECTOR(S)**

The Director(s) of the Corporation shall be:

**Carlos M. Aleman**

Whose addresses shall be the same as the Principal Office of the Corporation.

**ARTICLE VII CORPORATE CAPITALIZATION**

The maximum number of shares that this corporation is authorized to have outstanding

At any time are FIVE HUNDRED (500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to Or purchase any additional shares of any class, or any bonds or convertible securities of any nature. Provided, however, that the board of Director(s) may in authorizing the issuance of shares of stock of Any class, confer any preemptive right that the board of Director(s) may deem advisable in connection With such issuance.

7.3 The board of director(s) of the corporation may authorize the issuance from the time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into Shares of its stock of any class, whether now or hereafter authorized. For such consideration as the board Of director(s) may deemadvisable, subject to such restrictions or limitations, if any, as may be set forth In the bylaws of the corporation.

The board of director(s) of the corporation may, by restated articles of corporation, classify Or reclassify any unissued stock from time to time by setting of changing the preferences, conversions Or the rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions Of redemption of the stock.

#### ARTICLE VIII SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this corporation may be subject to shareholders' restrictive Agreement contains numerous restrictions on the rights of shareholders of the corp. And transferability of the shares of stock of the corporation. A copy of the shareholders' Restrictive agreement, if any is on file at the principal office of the corporation.

#### ARTICLE IX POWERS OF CORPORATION

The corporation shall have the same powers as an individual to do all things necessary of convenient to Carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law Or these articles of incorporation.

#### ARTICLE X REGISTERED OWNER(S)

The corporation, to the extent permitted by law, shall be entitled to treat the person in whose name Any share or right is registered on the books of the corporation as the owner thereto, for all purposes And except as may be agreed in writing by the corporation. The corporation shall not be bound to Recognize any equitable or other claim to, or interest in, such share or right on the part of any other Person, whether or not the corporation shall have notice thereof.

#### ARTICLE XI REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation CARLOS M. ALEMAN, chartered, Located at 148 N.W 60<sup>th</sup> Ave., Miami, Florida, 33126. The name and address of the registered

Agent of this corporation is CARLOS M. ALEMAN, chartered, 148 N.W 60<sup>th</sup> Ave., Miami, and FL. 33126

**ARTICLE XII BYLAWS**

The board of director(s) of the corporation shall have power, without the assent or vote the shareholders, To make, alter, amend or repeal the bylaws of the corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full board of director(s) at the Time of such action shall be necessary to make any action for the making, alteration, amendment or Repeal of the bylaws.

**ARTICLE XIII EFFECTIVE DATE**

These articles of corporation shall be effective immediately upon approval of the Secretary of State of Florida.

**ARTICLE XIV AMENDMENT**

The corporation reserves the right to amend, alter change or repeal any provision contained in These articles of corporation, or in any amendment hereto, or to add any provision to these articles Of corporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted By the provisions of any applicable statute of the State of Florida, and all rights conferred upon Shareholders in these articles of corporation or any amendment hereto are granted subject to this Reservation.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF CORP.**

Carlos M. Aleman chartered, having a business office identical with the registered office of the corp. Name above, and having been designated as the registered agent in the above and foregoing articles Of corporation, is familiar with and accepts the obligations of the position of registered agent under The applicable provisions of Florida Statutes.

By:   
CARLOS M. ALEMAN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA